

Dustin P. Branch (Cal. Bar No. 174909)

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Attorneys for Landlord Creditors

*The Macerich Company, Starwood Retail Partners, LLC,
Acadia Realty Limited Partnership, C.E. Johns Company, Inc.,
Centennial Real Estate Co., Deutsche Asset & Wealth Management,
GS Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC,
WBCMT 2007-C33 INDEPENDENCE CENTER LLC, and White Plains
Galleria Limited Partnership*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
Sears Holding Corporation, *et al.*¹, : Case No. 18-23538 (RDD)
: :
Debtors. : (Jointly Administered)
-----X

NOTICE OF APPEARANCE

PLEASE TAKE NOTICE that The Macerich Company, Starwood Retail Partners, LLC, Acadia Realty Limited Partnership, C.E. Johns Company, Inc., Centennial Real Estate Co., Deutsche Asset & Wealth Management, GS Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT 2007-C33 INDEPENDENCE CENTER LLC, and White Plains Galleria Limited Partnership (collectively, the “Landlords”), appearing through their counsel, Ballard Spahr LLP, request that all notices given or required to be given and all papers served or required

¹ The Debtors include, Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

to be served in this case, in accordance with Rules 2002(a)(2), (3), and (7), and 9007 of the Bankruptcy Rules, and Sections 102(1), and 342(a), and 1109(b) of the Bankruptcy Code, be given to and served upon the undersigned at the following address and telephone number:

Dustin P. Branch, Esq.
Ballard Spahr LLP
2029 Century Park East, Suite 800
Los Angeles, California 90067-2909
Telephone: 424.204.4400
Facsimile: 424.204.4350
E-mail: branchd@ballardspahr.com

PLEASE TAKE FURTHER NOTICE that pursuant to Section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Rules specified above, but also includes, without limitation, orders and notices of any application, motion, petition, pleadings, request, complaint or demand, whether formal or informal, whether written or oral and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex or otherwise:

(1) Which affect or seek to affect in any way any rights or interests of Landlord with respect to (a) the Debtors; (b) property or proceeds thereof in which the Debtors may claim an interest; (c) property or proceeds thereof in which Landlord claims an interest; (d) property or proceeds thereof in possession, custody or control of Landlord which the Debtors may seek to use; or

(2) Which require or seek to require any act, delivery of any property, payment or other conduct by Landlord.

Dated: October 16, 2018

By: /s/ Dustin P. Branch

Dustin P. Branch, Esq.
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*Centennial Real Estate Co., Deutsche Asset &
Wealth Management, GS Pacific ER, LLC, PGIM
Real Estate, Vintage Real Estate, LLC, WBCMT
2007-C33 INDEPENDENCE CENTER LLC, and
White Plains Galleria Limited Partnership*

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is Ballard Spahr LLP, 2029 Century Park East, Suite 800, Los Angeles, California 90067.

On October 16, 2018, I served the foregoing document described as **NOTICE OF APPEARANCE** on the interested parties as follows:

(X) (BY COURT VIA NOTICE OF ELECTRONIC FILING (“NEF”) – See attached service list) Pursuant to Local Bankruptcy Rules (“LBR”), the foregoing document will be served by the court via NEF and hyperlink to the document. On January 11, 2018, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated and further certify that a true and correct copy was sent via ECF Noticing to all parties receiving ECF Notices in this Chapter 11 case.

(X) (BY MAIL – See attached service list) I am “readily familiar” with the firm’s practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on the same day as filing (or within 24 hours of same) with postage thereon fully prepaid at Los Angeles, California, in the ordinary course of business. I am aware that on motion upon the party served, that service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in an affidavit.

() (BY ELECTRONIC MAIL – See attached list) By transmitting electronically to the parties at the email address indicated above. To the best of my knowledge the transmission was reported as complete and I did not receive a notice of failure of receipt of each such documents.

I declare under penalty of perjury under the laws of the State of California that the above is true and correct and that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on October 16, 2018, at Los Angeles, California.

/s/ Donna Carolo
Donna Carolo

SERVICE LIST

VIA NEF

Jacqueline Marcus – jacqueline.marcus@weil.com

Ray C. Schrock – ray.schrock@weil.com

VIA U.S. MAIL

Sears, Roebuck and Co.
3333 Beverly Road
Hoffman Estates, Il 60179

United States Trustee
Office of the United States Trustee
U.S. Federal Office Building
201 Varick Street, Room 1006
New York, NY 10014